

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re CAESARS ENTERTAINMENT OPERATING COMPANY, INC., et al., Debtors.	Chapter 11 Case No. 15-01145 (ABG) Jointly administered (except for Case No. 15-03193)
In re CAESARS ENTERTAINMENT OPERATING COMPANY, INC., Debtor.	Case No. 15-03193 (ABG)

**DECLARATION OF GORDON Z. NOVOD IN SUPPORT OF
RESPONSE OF FREDERICK BARTON DANNER, PROPOSED CLASS PLAINTIFF
AND HOLDER OF 6.50% SENIOR NOTES DUE 2016 FOR THE PURPOSE OF
RESERVING RIGHTS TO THE DEBTORS' MOTION FOR AN ORDER
(A) APPOINTING AN EXAMINER AND (B) GRANTING RELATED RELIEF
FILED IN CASE NO. 15-01145 AND STATEMENT IN SUPPORT OF (I) THE
MOTION OF THE OFFICIAL COMMITTEE OF SECOND PRIORITY
NOTEHOLDERS FOR APPOINTMENT OF AN EXAMINER WITH ACCESS TO
AND AUTHORITY TO DISCLOSE PRIVILEGED MATERIALS, FILED IN CASE
NO. 15-01145, AND (II) THE MOTION TO APPOINT EXAMINER WITH ACCESS
TO AND AUTHORITY TO DISCLOSE PRIVILEGED MATERIALS FILED BY
APPALOOSA INVESTMENT LIMITED PARTNERSHIP I, OCM OPPORTUNITIES
FUND VI, L.P, SPECIAL VALUE EXPANSION FUND, LLC IN CASE NO. 15-03193.**

I, Gordon Z. Novod, declare as follows:

1. I am a director at the law firm of Grant & Eisenhofer P.A. in New York, New York which represents Frederick Barton Danner, the proposed class plaintiff and holder of 6.50% Senior Notes Due 2016 issued by debtor Caesars Entertainment Operating Company, Inc. (with its jointly administered debtors, the "Debtors"). I submit this declaration in support of the response for the purpose of reserving rights to the Debtors' Motion for an Order (A) Appointing

An Examiner and (B) Granting Related Relief [D.I. 363], and this statement in support of (i) the Motion of the Official Committee of Second Priority Noteholders for Appointment of An Examiner with Access to and Authority to Disclose Privileged Materials [D.I. 367], and (ii) the Motion to Appoint Examiner With Access to and Authority to Disclose Privileged Materials filed by Appaloosa Investment Limited Partnership I, *et al.* [Case No. 15-03193; D.I. 3].

2. Attached hereto are true and correct copies of the following Documents:

- a. Exhibit A: Email to David Seligman of Kirkland & Ellis LLP from Gordon Z. Novod of Grant & Eisenhofer P.A. dated February 16, 2015.
- b. Exhibit B: Email to Gordon Z. Novod of Grant & Eisenhofer P.A. from David Seligman of Kirkland & Ellis LLP dated February 16, 2015.
- c. Exhibit C: Email to David Seligman of Kirkland & Ellis LLP from Gordon Z. Novod of Grant & Eisenhofer P.A. dated February 23, 2015.
- d. Exhibit D: The amended complaint filed in *Frederick Barton Danner, individually and on behalf of all others similarly situated v. Caesars Entertainment Corp., et al.* No. 14-cv-7973-SAS (S.D.N.Y.).
- e. Exhibit E: *MeehanCombs Global Credit Opportunities Funds, LP, et al. v. Caesars Entertainment Corp., et al.*, --- F.Supp.3d ----, 2015 WL 221055 (S.D.N.Y. Jan. 15, 2015).
- f. Exhibit F: Email to Gordon Z. Novod of Grant & Eisenhofer P.A. from Jeffrey J. Zeiger of Kirkland & Ellis LLP dated February 25, 2015.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 25, 2015

By: /s/ Gordon Z. Novod
Gordon Z. Novod